

SEP 29 '11 -4 34 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

September 27, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated September 12, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 29894.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Verso Paper Corp.  
6775 Lenox Center Ct.  
Suite 400  
Memphis, TN 38115

A description of the railroad equipment covered by the enclosed document is for thirteen (13) flat cars having GROX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:                      Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Documentation Specialist

Enclosures

(VEPA002)

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ASSGN. NO.: VEPA002

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

12<sup>th</sup> THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12<sup>th</sup> day of September, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Verso Paper Corp. ("Lessee"), a Delaware corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 12, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]Name: JOHN J. THOMASTitle: PRESIDENT

ATTEST:

By: [Signature]Name: K.A. DOMBROWSKITitle: DIRECTOR OF DOCUMENTATION Executed on this 12<sup>th</sup> day of September, 2011.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12<sup>th</sup> day of September, 2011.

Janice L. Enolva  
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

VERSO PAPER CORP.

ATTEST:

By: [Signature]

Name: Glen Sanders

Title: Director - Sourcing

By: Beverly Gates

Name: Beverly Gates

Title: Assistant General Counsel Executed on this 6<sup>th</sup> day of September, 2011.

[CORPORATE SEAL]

STATE OF Tennessee

COUNTY OF Shelby

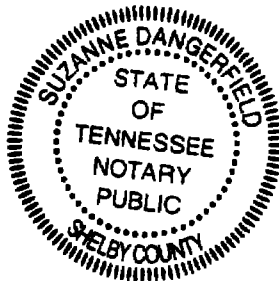
I, Suzanne Dangerfield, a Notary Public of the County and State aforesaid, certify that Glen Sanders personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6<sup>th</sup> day of September, 2011

Commission Expires:

MY COMMISSION EXPIRES:  
April 4, 2012

(Notary Public)



Suzanne Dangerfield  
Notary Public

**EXHIBIT A**

**to**

# MEMORANDUM OF LEASE

NUMBER OF CARS: Thirteen (13)

DESCRIPTION OF CARS: Bulkhead Flat Cars.

CAR NUMBERS: GROX 050000-050008, GROX 050010-050013